

**COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND**  
**Resolution No. 2011-49**

WHEREAS, the County Commissioners of Charles County, Maryland, a body corporate and politic ("the Commissioners") by deed dated June 30, 1959 and recorded among the Land Records of Charles County at Liber 142, Page 500, by deed dated June 30, 1959 and recorded among the Land Records of Charles County at Liber 142, Page 510, by deed dated October 26, 1971 and recorded among the Land Records of Charles County at Liber 244, Page 520, and by deed dated February 10, 1976 and recorded among the Land Records of Charles County at Liber 425, Folio 178, are the owners of fee simple title to a tract of land known as the "Civista Medical Center", and further identified as: Tax Map 113, Grid 8, Parcel 256, Tax Account Identification 01-026178, with a physical address of 5 Garrett Avenue, La Plata, Maryland, and located in the First Election District of Charles County, Maryland; and Tax Map 113, Grid 8, Parcel 254, Tax Account Identification 01-005367 located on Charles Street in the Town of La Plata in the First Election District of Charles County, Maryland, said properties containing 8.2117 acres, more or less (cumulatively the "Property");

WHEREAS, Civista Medical Center, Inc., a Maryland non-profit corporation located in Charles County, Maryland ("Civista Medical") leases the Property from the Commissioners and operates on the Property a hospital and medical center, and has requested that the Commissioners sell and convey fee-simple title to the Property to its affiliate Civista Health, Inc., a Maryland non-profit corporation ("Civista Health");

WHEREAS, in accordance with Article 25, Section 11A of the Annotated Code of Maryland, the Commissioners held a public hearing on the proposed sale and conveyance on June 15, 2011;

WHEREAS, in accordance with Article 25, Section 11A of the Annotated Code of Maryland, an appraisal of the fair market value of the Property was made, which appraisal of Four Million Dollars and Zero Cents (\$4,000,000.00) was included in the notice of the public hearing and published at least twice in the Maryland Independent, a newspaper of general circulation within Charles County;

WHEREAS, after deliberation, the Commissioners have determined that it is appropriate that the Property be sold and transferred to Civista Health for continued service to the County in a health care capacity, and that the Commissioner's interest as landlord in the lease of the Property be assigned to Civista Health as of the date of conveyance; and

WHEREAS, the Commissioners have further determined that it is in the best interest of the citizens of Charles County, Maryland, to sell and convey fee simple title of the Property to Civista Health.

NOW THEREFORE, BE IT RESOLVED this 15<sup>th</sup> day of June, 2011, that the County Commissioners of Charles County, Maryland, authorize the sale and conveyance of the Property, together with all rights and appurtenances thereto, to Civista Health, in fee simple, in consideration of Four Million Dollars and Zero Cents (\$4,000,000.00); and

FURTHER, the conveyance will be subject to the lease of the Property to Civista Medical, and to that certain Deed of Trust and Security Agreement placed on the Property by Civista Medical, and the terms set forth therein dated February 9, 2005, and recorded among the Land Records at Liber 05124, Folio 0649; FURTHER, the conveyance will be subject to the agreed upon encroachment of Dash-In Food Stores, Inc., as noted in the agreement recorded among the Land Records of Charles County, Maryland at Liber 1597 Folio 550 and Liber 3729, Folio 436, and as shown on the Boundary Survey entitled "Property of County Commissioners of Charles County, Maryland, Tax Map 113, Grid 8, Parcel 254 & 256, L. 142, F. 500, L. 142, F. 510, L. 244, F. 520, L. 425, F. 178." and any other matters noted on the title report presented at closing;


FURTHER, all closing and transfer costs, expenses and/or taxes associated with the sale shall be the responsibility of Civista;

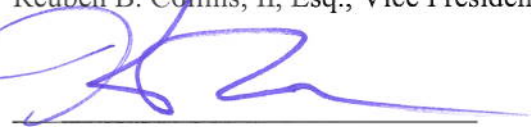
FURTHER, at closing, the interest of the Commissioners, as landlord, in the lease of the Property to Civista Medical, be assigned to Civista Health without representation, warranty or recourse; and


FINALLY, the President of the County Commissioners is authorized to execute all related legal documents and instruments of conveyance necessary to facilitate the conveyance of Fee Simple title of the Property to Civista.


County Commissioners of  
Charles County, Maryland

  
Candice Quinn Kelly, President

  
Reuben B. Collins, II, Esq., Vice President

  
Ken Robinson

  
Debra M. Davis, Esq.

  
Bobby Rucci

ATTEST:

  
Denise Ferguson, Clerk

CERTIFICATE

I HEREBY CERTIFY that I am the duly appointed Clerk to the County Commissioners of Charles County, Maryland, and that the foregoing Resolution No. 2011-49 was duly adopted by the County Commissioners of Charles County, Maryland on this 15<sup>th</sup> day of June, 2011, in public session on a regular meeting day at which meeting a quorum was present.



Denise Ferguson, Clerk